

**RESOLUTION OF THE BOARD OF DIRECTORS OF THE LOS ANGELES COUNTY CAPITAL ASSET LEASING CORPORATION AUTHORIZING THE LEASING OF CERTAIN PROPERTY AND THE EXECUTION AND DELIVERY OF AN INDENTURE, A LEASE AGREEMENT, A PRELIMINARY OFFICIAL STATEMENT, AN OFFICIAL NOTICE INVITING BIDS AND A NOTICE OF INTENTION TO SELL BONDS IN CONNECTION WITH THE ISSUANCE OF NOT TO EXCEED \$70,000,000 AGGREGATE PRINCIPAL AMOUNT OF LOS ANGELES COUNTY CAPITAL ASSET LEASING CORPORATION LEASE REVENUE BONDS, 2011 SERIES A (LAC-CAL EQUIPMENT PROGRAM) AND OTHER MATTERS RELATED THERETO**

WHEREAS, the Los Angeles County Capital Asset Leasing Corporation, a California nonprofit public benefit corporation (the "Corporation"), issued and sold its bond anticipation notes on March 9, 2010, April 1, 2010, September 2, 2010, October 27, 2010, December 9, 2010, February 18, 2011, March 4, 2011, May 10, 2011, June 17, 2011, and September 27, 2011, all of which are presently outstanding in the aggregate principal amount of \$80,500,000.00 (the "BANs") to the County of Los Angeles (the "County") and used the proceeds to purchase certain equipment (the "Equipment") as specified in the Lease (defined herein); and

WHEREAS, the County and the Corporation propose to enter into a lease agreement pursuant to which the County will lease the Equipment from the Corporation (the "Lease"); and

WHEREAS, pursuant to the Lease, the County will make payments of base rental ("Base Rental") in consideration for the use and possession of the Equipment; and

WHEREAS, the Corporation and a trustee to be selected (the "Trustee") will enter into an Indenture of Trust (the "Indenture") pursuant to which the Corporation will issue its lease revenue bonds (the "Bonds") secured by Base Rental payments to be made under the Lease; and

WHEREAS, pursuant to the terms of the Indenture, the Corporation will assign and transfer to the Trustee certain of its rights, title and interest in and to the Lease, including its right to receive payments of Base Rental; and

WHEREAS, the proceeds of the Bonds will be applied to redeem the BANs, fund a reserve fund, and pay costs of issuance in connection with the Bonds; and

WHEREAS, the Corporation is authorized to issue the Bonds pursuant to Chapter 10 (commencing with Section 5800) of Division 6 of Title 1 of the Government Code, and to undertake all of the above actions pursuant to the Government Code and other applicable laws of the State of California; and

WHEREAS, there have been presented at this meeting proposed forms of the following documents:

- a. the Indenture;
- b. the Lease;

c. a Preliminary Official Statement (the “Preliminary Official Statement”) for the Bonds; and

d. an Official Notice Inviting Bids (the “Official Notice Inviting Bids”) and a Notice of Intention to Sell Bonds (the “Notice of Intention to Sell Bonds”) relating to the Bonds.

NOW THEREFORE, IT IS RESOLVED AND ORDERED by the Board of Directors of the Corporation (the “Board”) as follows:

SECTION 1. The Board hereby authorizes and approves the issuance of the Bonds and hereby authorizes and directs the President of the Corporation and the other officers of the Corporation or any officer of the County designated and authorized in writing by the Treasurer and Tax Collector of the County, to act on behalf of the Corporation (each an “Authorized Representative”) to execute the Bonds and to cause the Bonds to be authenticated and delivered in accordance with the Indenture. The Bonds shall be substantially in the form set forth in Exhibit A to the Indenture, with such changes therein, deletions therefrom and additions thereto as an Authorized Representative shall approve, such approval to be conclusively evidenced by the execution and delivery of the Indenture; provided, that (i) the aggregate principal amount of the Bonds shall not exceed the sum of \$70,000,000 (ii) the true interest cost of the Bonds shall not exceed 5.0%, and (iii) the Bonds shall mature not later than 8 years from their date of issuance. Each Authorized Representative is hereby authorized to determine the provisions for redemption of the Bonds, if any, and the other terms and provisions thereof. Each such determination by an Authorized Representative shall be conclusively evidenced by the execution, issuance and delivery of the Bonds. The Bonds shall not constitute an obligation of the County for which the County is obligated or permitted to levy or pledge any form of taxation or for which the County has levied or pledged or will levy or pledge any form of taxation.

SECTION 2. The form of the Indenture by and between the Corporation and the Trustee named therein on file with this Board is hereby approved. The Authorized Representatives are, and each of them acting alone is, authorized and directed for and in the name of, and on behalf of the Corporation, to execute by manual or facsimile signature and to deliver the Indenture, substantially in the form on file with this Board, with such changes therein as they may approve, in their discretion, as being in the best interests of the Corporation, such approval to be evidenced conclusively by the execution and delivery thereof.

SECTION 3. The form of the Lease by and between the County and the Corporation on file with this Board is approved. The Authorized Representatives are, and each of them acting alone is, authorized and directed for and in the name of, and on behalf of the Corporation, to execute by manual or facsimile signature and to deliver the Lease, substantially in the form on file with this Board, with such changes therein as they may approve, in their discretion, as being in the best interests of the Corporation, such approval to be evidenced conclusively by the execution and delivery thereof.

SECTION 4. The Authorized Representatives of the Corporation are hereby authorized to prepare and distribute a Preliminary Official Statement and an Official Statement in connection with the offering and sale of the Bonds. The Authorized Representatives are authorized to provide information regarding the Corporation in connection with the preparation

of such document or documents. The successful bidder on the Bonds and the Authorized Representatives are hereby authorized to distribute to persons who may be interested in the purchase of the Bonds a Preliminary Official Statement in substantially said form with such changes therein, deletions therefrom and additions thereto as may be approved by an Authorized Representative or by Squire, Sanders & Dempsey (US) LLP or such other counsel as the Board may determine ("Bond Counsel"). Upon approval of such changes by the Authorized Representative as evidenced by execution of a certificate, the Preliminary Official Statement shall be deemed final as of its date except for the omission of certain information as provided in and pursuant to Rule 15c2-12 promulgated under the Securities and Exchange Act of 1934, as amended. The Authorized Representatives are, and each of them acting alone is, authorized, for and in the name of and on behalf of the Corporation, to approve a final Official Statement for the Bonds authorized hereby, in substantially the form of said Preliminary Official Statement, with such insertions and changes therein as the Authorized Representative or Bond Counsel may require or approve, such approval to be conclusively evidenced by the delivery thereof to the successful bidder. The successful bidder on the Bonds and the Authorized Representatives are hereby authorized and directed to deliver copies of the final Official Statement to all actual purchasers of the Bonds.

SECTION 5. The forms of the Official Notice Inviting Bids and Notice of Intention to Sell Bonds on file with this Board are approved. The Treasurer and Tax Collector of the County or any officer of the County designated and authorized in writing by the Treasurer and Tax Collector of the County (the "Treasurer Representatives"), each acting alone, is authorized and directed for and in the name of, and on behalf of the Corporation, to deliver the Official Notice Inviting Bids and Notice of Intention to Sell Bonds, substantially in the form on file with this Board, with such changes therein as they may approve, in their discretion, as being in the best interests of the Corporation, such approval to be evidenced conclusively by the delivery thereof. Additionally, the Treasurer Representatives are, and each of them acting alone is, authorized and directed for and in the name of, and on behalf of the Corporation (i) to cause the posting of the Official Notice Inviting Bids on the web site of Ipreo LLC's Parity<sup>®</sup> electronic bid submission system, the approved electronic bidding administrator, at least five (5) days prior to the sale date of the Bonds, and (ii) to publish a Notice of Intention to Sell Bonds in The Bond Buyer at least five (5) days prior to the sale date of the Bonds, which notices are hereby ratified, confirmed and approved.

SECTION 6. In connection with, or incidental to, the execution, sale or issuance of the Bonds or any other obligations of the Corporation with respect to the financing of items of equipment or the acquisition or carrying of any investment or program of investment by the Corporation, each Authorized Representative acting alone, may enter into any contracts, including, without limitation, contracts commonly known as interest rate swap agreements, forward payment conversion agreements, futures or contracts providing for payments based on levels of, or changes in, interest rates or stock or other indices, or contracts to exchange cash flows or a series of payments, municipal bond warrants, custodial receipts, contracts relating to the establishment of a reserve fund surrogate, investment contracts, or contracts, including without limitation, interest rate floors or caps, options, puts or calls to hedge payment, rate, spread or similar exposure, which such Authorized Representative, as applicable, determines to be necessary or appropriate to place the Bonds or such other obligations to finance equipment or such investment or program of investment, or such other contract or contracts, in whole or in part,

on the interest rate or other basis determined by such Authorized Representative, as appropriate, or to eliminate or reduce any potential difference between the amounts paid by the Corporation as interest or a discount and the amounts received by the Corporation as interest or other investment income in connection with the Bonds, such other obligations to finance items of equipment or such investment or program of investment, as applicable.

These contracts and arrangements shall be entered into with the parties selected by the means, and contain the payment, security, default, remedy and other terms and conditions, determined by the Authorized Representative entering into such contracts and arrangements, after giving due consideration to the creditworthiness of the counterparties, where applicable, including any rating by a nationally recognized rating agency or any other criteria as may be appropriate.

The Board determines that the contracts authorized by this Section 6 are designed to reduce the amount or duration of payment, rate, spread or similar risk when used in combination with the issuance of the Bonds or other obligations to finance items of equipment and to enhance the relationship between risk and return with respect to the investment or program of investment in connection with, or incidental to, the contract or arrangement which is entered into.

SECTION 7. The Treasurer and Tax Collector of the County, or his designee, and either one of them, is hereby authorized to award the Bonds in the name of and on the Corporation's behalf pursuant to the procedures in the documents described herein.

SECTION 8. Each Authorized Representative is authorized to take any and all actions they deem necessary to carry out the purposes of this Resolution and all actions previously taken by any of them, and any other Corporation representative, with respect to the issuance and sale of the Bonds or in connection with or related to any of the agreements referenced in this Resolution or the financing of the Equipment, are hereby approved, confirmed and ratified. Without limiting the foregoing, each Authorized Representative is further authorized to execute and deliver, for and in the name of and on behalf of the Corporation, such amendments or supplements to the Indenture, the Lease and the Official Notice Inviting Bids as may be necessary or desirable, in the judgment of such Authorized Representatives, to effectuate the issuance and sale of the Bonds in more than one series.

SECTION 9. Any Authorized Representative is hereby authorized and directed to attest to the signature of any other Authorized Representative, whenever required or advisable for the transactions contemplated by this Resolution. Any Authorized Representative, acting individually, is hereby authorized and directed to execute and attest such further documents, instruments, deeds of trust and certificates as may be deemed necessary or advisable by Bond Counsel, in order to accomplish the purposes of this Resolution.

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SECTION 10. This Resolution shall take effect immediately upon its passage.

The foregoing resolution was on the 31<sup>st</sup> day of October, duly adopted by the Board of Directors of the Los Angeles County Capital Asset Leasing Corporation, by the following vote:

AYES:

NOES:

ABSTENTIONS:

ABSENT:

**LOS ANGELES COUNTY CAPITAL ASSET  
LEASING CORPORATION**

By: \_\_\_\_\_  
President

ATTEST:

\_\_\_\_\_  
Assistant Secretary

[Signature Page to Corporation Resolution]